

ITEL

RECORDATION NO. 13554-A Filed 1982

JUN 15 1982-3 35 PM

Rail Division INTERSTATE COMMERCE COMMISSIONTwo Embarcadero Center
San Francisco, California 94111
(415) 955-9090
Telex 34234

June 2, 1982

2-166A128

Ms. Agatha Mergenovich, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

No.

Date JUN 15 1982

Fee \$ 10.00

ICC Washington, D. C.

Dear Ms. Mergenovich:

Pursuant to 49 U.S.C. Section 11303(a) and the Interstate Commerce Commission's rules and regulations thereunder, I enclose herewith on behalf of ITEL Corporation for filing and recordation under the Sublease Agreement dated as of October 21, 1981 (the "Sublease"), between East Camden and Highland Railroad Company ("EACH") and Green Bay and Western Railroad Company ("Sublessee"), which was filed on February 18, 1982 at 2:40 P.M. and given recordation No. 13554, four counterparts of the following document:

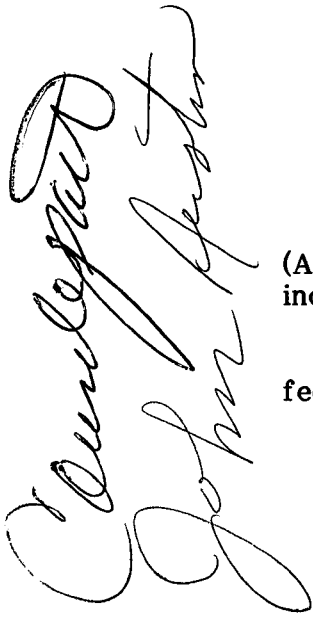
Amendment No. 1 dated April 16, 1982 to the Sublease Agreement between EACH and Sublessee.

The names and addresses of the parties to the aforementioned Amendment are:

1. East Camden and Highland Railroad Company
East Camden Industrial Park
Building 142
East Camden, Arkansas
2. Green Bay and Western Railroad Company
P.O. Box 2507
Green Bay, Wisconsin

The equipment covered by the Amendment is twentyfive (25) 50'6" boxcars (A.A.R. mechanical designation XM) bearing reporting marks GBW 10025-10049, inclusive.

Also enclosed is a check in the amount of \$10.00 for the required recording fee.

RECEIVED
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I.C.C.
FEE OPERATION

Ms. Agatha Mergenovich, Secretary
June 2, 1982
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Please stamp all counterparts of the enclosed Amendment with your official recording stamp. You will wish to retain one (1) counterpart of the document for your files; it is requested that the remaining three (3) counterparts be delivered to the bearer of this letter.

Sincerely,



Patricia Salas Pineda
Counsel

PSP:dmm
Enclosures

cc: Michael Walsh, Esq.
Weil, Gotshal & Manges
767 Fifth Avenue
New York, New York 10020

Robert S. Clark, Esq.
Senior Trust Officer
First Security Bank of Utah, N.A.
Corporate Trust Division
79 South Main Street
Salt Lake City, Utah 84111

Doug Drummond
Itel Corporation

Linda Lawrence
Itel Corporation

L-0293
4/14/82

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AMENDMENT NO. 1

INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 1 (the "Amendment") to that certain Sublease Agreement (the "Sublease") dated as of October 21, 1981 between EAST CAMDEN AND HIGHLAND RAILROAD COMPANY as sublessor ("Sublessor") and GREEN BAY AND WESTERN RAILROAD COMPANY as sublessee ("Sublessee") is made this 16th day of April, 1982, by and between Sublessor and Sublessee.

W I T N E S S E T H :

WHEREAS, Sublessor is the Lessee and ITTEL CORPORATION, RAIL DIVISION ("Itel Rail") is the Lessor under that certain Lease Agreement dated as of April 26, 1978 (the "Agreement") pursuant to which Itel Rail leased to Sublessor three hundred fifty (350) fifty-foot (50') boxcars and one hundred fifty (150) sixty-foot (60') boxcars described therein, and

WHEREAS, Sublessor, with the consent of Itel Rail, subleased twenty-five (25) of the fifty-foot (50') boxcars to Sublessee under the Sublease.

WHEREAS, Sublessor desires, with the consent of Itel Rail, to sublease an additional twenty-five (25) of the fifty-foot (50') boxcars to Sublessee under the Sublease.

NOW, THEREFORE, in consideration of the premises and mutual covenants contained herein, the parties hereto agree to amend the Sublease as follows:

1. All terms defined in the Sublease shall have their defined meanings when used in this Amendment.
2. Equipment Schedule No. 2, attached hereto, which references twenty-five (25) Cars bearing the reporting marks GBW 10025-10049 inclusive, is hereby added to and made a part of the Sublease.
3. Except as expressly modified by this Amendment, all terms and provisions of the Sublease shall remain in full force and effect.
4. This Amendment may be executed by the parties hereto in any number of counterparts and all said counterparts taken together shall be deemed to constitute one and the same instrument.

EAST CAMDEN AND HIGHLAND
RAILROAD COMPANY

By: Don E. Hunt

Title: Exe. V.P.

Date: 4-23-82

GREEN BAY AND WESTERN
RAILROAD COMPANY

By: C. J. Lockaday

Title: President

Date: April 27, 1982

ACKNOWLEDGEMENT AND CONSENT:

Edward M. Q. Dean
Itel Corporation, Rail Division

Date: 5-6-82

EQUIPMENT SCHEDULE NO. 2

Itel Corporation, Rail Division hereby leases the following Cars to Green Bay and Western Railroad Company subject to the terms and conditions of that certain Lease Agreement dated as of October 21, 1981.

A.A.R. Mech. Desig.	Description	Numbers	Length	Dimensions		Height	Doors Width	No. of Cars
				Inside Width				
XM	50' General Purpose Boxcar, Plate C, End of Car Cushioning Nailable Steel Floors, 100-Ton Trucks	GBW 10025- 10049	50' 6"	9' 6"		11' 1"	12' Plug	25

EAST CAMDEN AND HIGHLAND
RAILROAD COMPANY

BY: Alan E. Hunt

TITLE: Exe. V.P.

DATE: 4-22-82

GREEN BAY AND WESTERN
RAILROAD COMPANY

BY: D. Hockaday

TITLE: President

DATE: April 27, 1982

STATE OF ARKANSAS)
COUNTY OF OUACHITA) ss:

On this 23rd day of APRIL, 1982, before me personally appeared
DON E. GHENT, to me personally known, who being
by me duly sworn says that such person is EXE. VICE-PRESIDENT of East
Camden and Highland Railroad Company, that the foregoing Amendment No. 1 was
signed on behalf of said corporation by authority of its board of directors, and such
person acknowledged that the execution of the foregoing instrument was the free act
and deed of said corporation.

MY COMMISSION EXPIRES 11-15-84

Sarah L. Derrick
Notary Public

STATE OF WISCONSIN)
COUNTY OF BROWN) ss:

On this 27th day of April, 1982, before me personally appeared
Curtis J. Hockaday, to me personally known, who being
by me duly sworn says that such person is President of Green Bay and
Western Railroad Company, that the foregoing Amendment No. 1 was signed on behalf
of said corporation by authority of its board of directors, and such person acknowledged
that the execution of the foregoing instrument was the free act and deed of said
corporation.

Robert L. Goethe
Notary Public

Robert L. Goethe
Notary Public State of Wisconsin
My Commission Expires Feb. 23, 1986